

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

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|-----------------------------------|---|-----------------------------------------|
| |) | |
| In re: |) | Chapter 11 |
| |) | Case No. 01-01139 (JKF) |
| W.R. GRACE & CO., <u>et al.</u> , |) | (Jointly Administered) |
| |) | |
| Debtors. |) | Reference Docket Nos. 5833, 5950 & 5979 |
| |) | 5981 & 6208 |

AMENDED CERTIFICATION OF COUNSEL REGARDING DOCKET NUMBER 5833

The undersigned counsel hereby certifies the following to be true and correct:

1. On June 18, 2004, he filed the *Application of David T. Austern, Future Claimants' Representative, for Authorization to Employ CIBC World Markets Corp. as Financial Advisor to the Future Claimants' Representative* [Docket No. 5833] (the "Application").

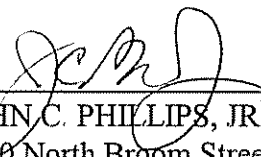
2. Pursuant to the Notice of Application, objections to the Application were due on or before July 8, 2004. On July 8, 2004, the Official Committee of Asbestos Property Damage Claimants filed its *Limited Objection to Application Of David T. Austern, Future Claimants' Representative, For Authorization to Employ CIBC World Markets Corp. as Financial Advisor to the Future Claimants' Representative* [Docket No. 5950] (the "Objection").

3. On July 14, 2004, the undersigned filed the *Future Claimants' Representative's Reply to Limited Objections of the Official Committee of Asbestos Property Damage Claimants to Applications of Future Claimants' Representative for Authorization to Employ Swidler Berlin Shereff Friedman, LLP as Bankruptcy Counsel, Phillips, Goldman & Spence, P.A. as Local Bankruptcy Counsel and CIBC World Markets Corp. as Financial Advisor* [Docket No. 5979]

(the "Response"). Negotiations between the parties have resulted in the Official Committee of Asbestos Property Damage Claimants withdrawing its objection to the Application.

THEREFORE, the undersigned requests that the Court enter the Order attached hereto, previously submitted to the Court at Docket No. 5981, at its earliest convenience.

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Date: August 23, 2004

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

W.R. GRACE & CO., et al.

Debtors.

Chapter 11

Case No. 01-01139 (JKF)

(Jointly Administered)

Ref. Docket Nos. 5833, 5950, 5979,
5981 & 6208

**ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT OF
CIBC WORLD MARKETS CORP. AS FINANCIAL ADVISOR TO
DAVID T. AUSTERN, FUTURE CLAIMANTS' REPRESENTATIVE**

Upon the application (the "Application") of David T. Austern, Future Claimants' Representative ("Future Claimants' Representative") in the above-captioned chapter 11 cases of W.R. Grace & Co. and its affiliates (collectively, the "Debtors"), seeking entry of an Order under section 1103(a) of the Bankruptcy Code authorizing the Future Claimants' Representative to employ and retain CIBC World Markets Corp. ("CIBC") as his financial advisor; and the Court having reviewed the Application and the accompanying Declaration of Joseph J. Radecki, Jr. (the "Radecki Declaration"), a Managing Director of CIBC; and the Court being satisfied from the Radecki Declaration that CIBC neither holds nor represents any interest adverse to the Future Claimants' Representative on the matters upon which CIBC is to be engaged; and it appearing that the relief requested is in the best interests of the Future Claimants' Representative and the Debtors' estates, their creditors and other parties-in-interest; and it appearing that this proceeding is a core proceeding pursuant to 28 U.S.C. § 158(a); and it appearing that notice of the Application was good and sufficient under the particular circumstances and that no other or further notice need be given and upon the record herein; and it further appearing that the terms and conditions of CIBC's employment as further described in the Application and the Radecki Declaration are reasonable and necessary; it is hereby

ORDERED, ADJUDGED AND DECREED THAT:

1. The Application be, and it hereby is, approved;
2. Pursuant to section 1103(a) of the Bankruptcy Code and the May 24, 2004 Order appointing David T. Austern as the Future Claimants' Representative [Docket No. 5645], the Future Claimants' Representative be, and he hereby is, authorized to employ and retain CIBC as financial advisor effective as of June 4, 2004, upon the terms, and to perform the services, set forth in the Application and the Radecki Declaration, so long as David T. Austern serves as the legal representative for individuals who may assert asbestos-related claims and/or demands in the future against the Debtors;
3. The indemnification provisions set forth in the engagement letter between the Future Claimants' Representative and CIBC, attached to the Radecki Declaration as Exhibit 1, including Annex A thereto (the "Engagement Agreement"), are incorporated by reference and are hereby approved;
4. CIBC shall be compensated in accordance with the terms of the Engagement Agreement and section 328(a) of the Bankruptcy Code, subject to the procedures set forth in the Bankruptcy Code, the Bankruptcy Rules, the Local Rules and as may be fixed by order of this Court, including the Administrative Compensation Order(s) entered in these cases; and
5. The fees and expenses of CIBC allowed by the Court shall be an administrative expenses of the Debtors' estates.

Dated: _____, 2004

The Honorable Judith K. Fitzgerald
United States Bankruptcy Judge

CERTIFICATE OF SERVICE

I, CELESTE A. HARTMAN, Senior Paralegal, do hereby certify that I am not less than 18 years of age, and that a copy of the foregoing *Certification of Counsel Regarding Docket No. 5815* was served upon all parties on the attached list by U.S. Mail on August 23, 2004

Under penalty of perjury, I declare that the foregoing is correct.



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